



September 1, 2004

VIA ELECTRONIC FILING

Ms. Marlene H. Dortch
Secretary
Federal Communications Commission
445 Twelfth Street, S.W.
Room TWB-204
Washington, D.C. 20554

Re: Applications of Ameritech Corp., Transferor, and SBC Communications, Inc.,
Transferee, For Consent to Transfer of Control of Corporations Holding Commission
Licenses and Lines Pursuant to Section 214 and 310(d) of the Communications Act and
Parts 5, 22, 24, 25, 63, 90, 95, and 101 of the Commission's Rules (CC Docket No. 98-
141)—Post Merger Audit Requirements

Notice of Ex-Parte Communication

Dear Ms. Dortch:

On Tuesday, August 31, 2004, Michelle Thomas, Jim Lamoureux and I, representing SBC met with Trent Harkrader, Hugh Boyle, Diana Lee and Robert King of the Enforcement Bureau and William Dever of the Wireline Competition Bureau. The purpose of this meeting was to discuss Ernst & Young LLP's 2003 audit reports regarding SBC's compliance with the SBC/Ameritech Merger Conditions and the merits of SBC's request to discontinue post-merger audits for all periods beginning on or after January 1, 2004. The attached document was provided at the meeting.

In accordance with section 1.1206 of the Federal Communications Commission's rules, this letter is being filed in the above-referenced proceeding via the Commission's ECFS system.

Sincerely,

A handwritten signature in purple ink, appearing to read "David G. Cartwright", is written over a light blue circular background.

Attachment

Table 1 SBC/Ameritech Merger Conditions that Sunset after May 31, 2004		
Condition Number	SBC/Ameritech Merger Condition	Sunset Year
3	Advanced Services OSS	2005 - Complete after SBC East sunsets August 2005.
6	Non-discriminatory Rollout of xDSL Services	2005 - Complete after Indiana Urban sunsets January 2005.
8	Uniform and Enhanced OSS	2003 – The Company must provide access to the OSS enhancements and additional interfaces for 36 months after they were deployed.
14	Unbundled Loop Discount	2003 - The Company remains obligated to discount loops ordered pursuant to this offering for 36 months for qualifying loops.
15	Resale Discount	2002 - The Company remains obligated to provide the promotional discount ordered prior to the sunset of the offer for 36 months.
16	UNE Platform	2002- The Company remains obligated to provide the promotional UNE platform for 36 months from date of installation.
19	Shared Transferred in Ameritech States	To be determined.
23	Enhanced Lifeline Plans	2004 – Complete after Arkansas sunsets in August 2004. All other states sunset before May 2004.

Additional notes to Table 2

Condition 3 - Sunsets in all other states on October 22, 2004.

Condition 6 - Sunsets in all other states on or before the end of May 2004.

Condition 8 - SBC East sunsets August 7, 2005. Sunsets in all other states on April 24, 2005.

Condition 14 - Offer window sunsets in the last states in November 2003, but loops ordered under the condition receive the discount for 36 months. Consequently the number of loops receiving the discount will decline incrementally to zero in November 2006 as loops are disconnected or have received the discount for 36 months.

Condition 15 - Offer window sunset in November 2002 but lines ordered under the condition receive the discount for 36 months consequently, the number of lines receiving the discount will decline incrementally to zero in November 2005 as lines are disconnected or have received the discount for 36 months.

Condition 16 - Last lines under this condition sunset November 8, 2005.